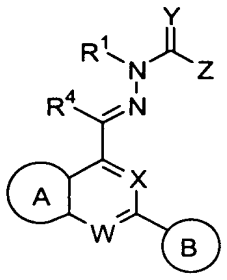
WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein

W and X are independently selected from the group consisting of N and CH;

Y is selected from the group consisting of O, S and N(R);

wherein R is selected from the group consisting of H, CN, NO_2, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})alkenyl and (C_2-C_{10})alkynyl;

Z is selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_2-C_{10})alkenyl, (C_2-C_{10})alkynyl and NR^2R^3;

R^1, R^2 and R^3 are independently selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})alkenyl, (C_2-C_{10})alkynyl, (C_1-C_{10})heteroalkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, aryl, aryl(C_1-C_4)alkyl, aryl(C_1-C_4)heteroalkyl, heteroaryl(C_1-C_4)alkyl, heteroaryl(C_1-C_4)heteroalkyl and perfluoro(C_1-C_6)alkyl; and wherein when Z is NR^2R^3, R^2 and R^3 can be combined to form a 5- to 7-membered heterocyclyl ring;

R^4 is selected from the group consisting of H, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_4-C_7)cycloalkyl-alkyl, (C_2-C_6)alkenyl and (C_2-C_6)alkynyl;

A is a substituted or unsubstituted fused carbocyclic or heterocyclic ring system, said ring system being mono- or bicyclic wherein said mono- or bicyclic rings are selected from the group consisting of five- and six-membered rings that are aromatic or partially or completely saturated; and

B is a substituted or unsubstituted five- or six-membered ring which is aromatic or partially or completely saturated, containing at least one nitrogen atom, and from 0 to 3 additional heteroatoms, wherein the B ring substituents are selected from the group consisting of halogen, CF_3, CF_3O, (C_1-C_6)alkyl,

perfluoro(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)heteroalkyl, (C_1-C_6)alkoxy, (C_1-C_6)thioalkoxy, amino, (C_1-C_6)alkylamino, di(C_1-C_6)alkylamino, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, cyano, nitro, sulfonamido, (C_1-C_6)acyl, (C_1-C_6)acylamino, (C_1-C_6)alkoxycarbonyl, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkyl, carboxamido and (C_1-C_6)heteroalkoxy.

2. A compound of claim **1**, wherein W is N and X is CH.

3. A compound of claim **1**, wherein W is N and X is N.

4. A compound of claim **1**, wherein W is CH and X is N.

5. A compound of claim **1**, wherein W is CH and X is CH.

6. A compound of claim **2**, wherein Y is selected from the group consisting of O and S.

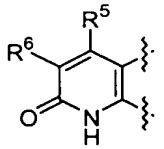
7. A compound of claim **2**, wherein Y is O.

8. A compound of claim **2**, wherein Y is S.

9. A compound of claim **2**, wherein Z is NR^2R^3.

10. A compound of claim **6**, wherein R^4 is H.

11. A compound of claim **1**, wherein A is selected from the group consisting of: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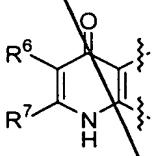
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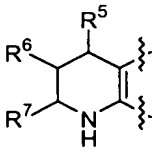
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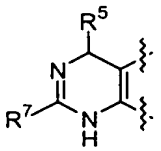
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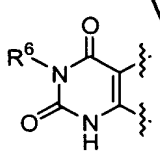
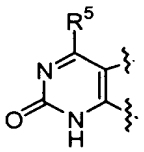

and

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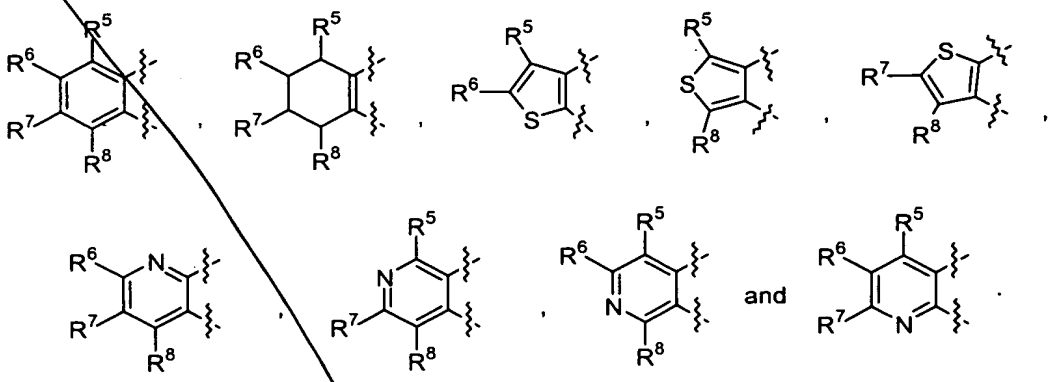
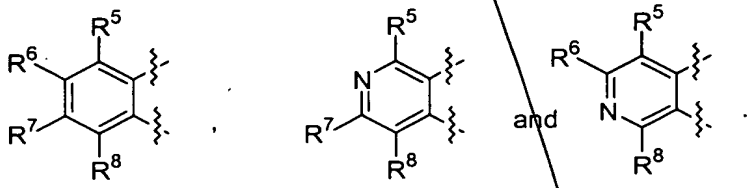
12. A compound of claim **1**, wherein A is selected from the group consisting of:



wherein

R^5, R^6, R^7 and R^8 are independently selected from the group consisting of H, halogen, CF_3, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, $(C_1$-$C_6)$heteroalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$thioalkoxy, amino, $(C_1$-$C_6)$alkylamino, di$(C_1$-$C_6)$alkylamino, $(C_3$-$C_{10})$cycloalkyl, $(C_4$-$C_{10})$cycloalkyl-alkyl, $(C_3$-$C_{10})$cycloheteroalkyl, $(C_3$-$C_{10})$cycloheteroalkyl-alkyl, cyano, nitro, $(C_1$-$C_6)$acyl, $(C_1$-$C_6)$acylamino, $(C_1$-$C_6)$alkoxycarbonyl, $(C_1$-$C_6)$alkoxycarbonyl $(C_1$-$C_6)$alkyl, $CONH_2$, CO-NH-$(C_1$-$C_6)$alkyl, CO-N[$(C_1$-$C_6)$alkyl]$_2$, SO_2NH_2, SO_2NH-$(C_1$-$C_6)$alkyl, SO_2N-[$(C_1$-$C_6)$alkyl]$_2$ and $(C_1$-$C_6)$heteroalkoxy; or two adjacent R groups selected from R^5, R^6, R^7 and R^8, can be linked together to form a new 5- or 6-membered carbocyclic or heterocyclic ring.

13. A compound of claim **12**, wherein W is N; X is CH; Y is O or S; and A is selected from the group consisting of:



14. A compound of claim **1**, wherein B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

15. A compound of claim **1**, wherein B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

16. A compound of claim **1**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-

1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.

17. A compound of claim **1**, wherein B is selected from the group consisting of substituted or unsubstituted imidazolyl, substituted or unsubstituted thiazolyl and substituted or unsubstituted triazolyl.

18. A compound of claim **13**, wherein B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

19. A compound of claim **13**, wherein B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

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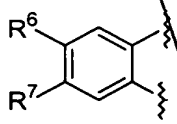
20. A compound of claim **13**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.

21. A compound of claim **13**, wherein B is selected from the group consisting of substituted or unsubstituted imidazolyl, substituted or unsubstituted thiazolyl and substituted or unsubstituted triazolyl.

22. A compound of claim **1**, wherein W is N; X is CH; Y is O or S; Z is H, CH_3, NH_2 or $NHCH_3$; R^1 is H, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_{10})$heteroalkyl, $(C_4\text{-}C_{10})$cycloheteroalkyl-alkyl, $(C_3\text{-}C_{10})$cycloheteroalkyl, aryl$(C_1\text{-}C_4)$alkyl, aryl$(C_1\text{-}C_4)$heteroalkyl, heteroaryl$(C_1\text{-}C_4)$alkyl, heteroaryl$(C_1\text{-}C_4)$heteroalkyl, or perfluoro$(C_1\text{-}C_6)$alkyl; R^4 is H; A represents



wherein R^6 and R^7 are independently selected from the group consisting of H, halogen, CF_3, CF_3O, $(C_1\text{-}C_4)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_2\text{-}C_4)$alkynyl, $(C_1\text{-}C_4)$heteroalkyl, $(C_3\text{-}C_{10})$cycloheteroalkyl-alkyl and cyano; and B is a five-membered aromatic ring system containing at least one nitrogen atom.

23. A compound of claim **22**, wherein Y is S.

24. A compound of claim **22**, wherein Z is NR^2R^3.

25. A compound of claim **22**, wherein Z is NH_2.

26. A compound of claim **22**, wherein R^1 is $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$heteroalkyl or $(C_3\text{-}C_{10})$cycloheteroalkyl-alkyl.

Sub A1

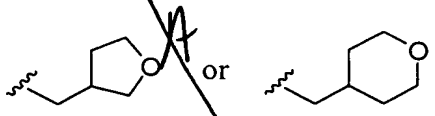
27. A compound of claim **22**, wherein B is a five-membered aromatic ring system containing 1-2 nitrogen atoms and 0-1 sulfur atoms.

28. A compound of claim **27**, wherein B is unsubstituted or substituted by $(C_1\text{-}C_3)$alkyl, CF_3, cyano, or halogen.

29. A compound of claim **22**, wherein Z is NH_2; R^6 is selected from the group consisting of H, halogen, CF_3, CF_3O, $(C_1\text{-}C_4)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_1\text{-}C_4)$heteroalkyl, $(C_3\text{-}C_{10})$cycloheteroalkyl-alkyl and cyano, wherein the alkyl, alkenyl and heteroalkyl groups optionally bear additional substituents selected from cyano, carboxamido,$(C_1\text{-}C_3)$alkylsulfonyl or $(C_1\text{-}C_3)$alkoxy; and R^7 is selected from the group consisting of H, halogen, CF_3, CF_3O, $(C_1\text{-}C_4)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_2\text{-}C_4)$alkynyl, $(C_1\text{-}C_4)$heteroalkyl and cyano.

30. A compound of claim **29**, wherein R^6 is selected from the group consisting of $CH_2(CH_2)_mCN$, $CH_2(CH_2)_nSO_2CH_3$ and $CH_2(CH_2)_nOCH_3$, wherein the subscript n is an integer from 0 to 2.

31. A compound of claim **29**, wherein R^6 is



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32. A compound of claim **29**, wherein R^7 is selected from H, halogen, CF_3 and $(C_1\text{-}C_4)$alkyl.

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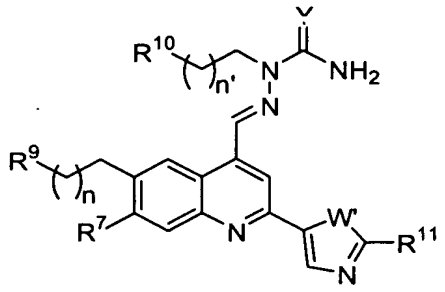
33. A compound of claim **29**, wherein R^7 is methyl.

34. A compound of claim **1**, having the formula:



wherein Y is O, S or N-CN; W' is $N(CH_3)$, $N(CF_3)$, $N(CH_2CH_3)$, O or S; the subscripts n and n' are independently integers from 0 to 3; R^7 is H, halogen, CF_3, CF_3O, $(C_1$-$C_4)$alkyl, $(C_2$-$C_4)$alkenyl, $(C_2$-$C_4)$alkynyl, $(C_1$-$C_4)$heteroalkyl or cyano; R^9 is CN, $CONH_2$, CO-NH-$(C_1$-$C_6)$alkyl, CO-N[$(C_1$-$C_6)$alkyl]$_2$, CO-NH-$(C_1$-$C_6)$heteroalkyl, CO-N[$(C_1$-$C_6)$heteroalkyl]$_2$, $S(O)_{n''}$-$(C_1$-$C_6)$alkyl, $S(O)_{n''}$-$(C_1$-$C_6)$heteroalkyl, heteroaryl, $(C_1$-$C_6)$alkoxy or $(C_3$-$C_6)$cycloheteroalkyl, wherein each n'' is independently an integer of 0 to 2; R^{10} is NH_2, NH-$(C_1$-$C_6)$alkyl, N[$(C_1$-$C_6)$alkyl]$_2$, NH-$(C_1$-$C_6)$heteroalkyl, N[$(C_1$-$C_6)$heteroalkyl]$_2$, $(C_1$-$C_6)$heteroalkyl, $S(O)_{n''}$-$(C_1$-$C_6)$alkyl, $S(O)_{n''}$-$(C_1$-$C_6)$heteroalkyl, aryl, heteroaryl, O-$(C_1$-$C_6)$alkyl, O-$(C_1$-$C_6)$heteroalkyl or $(C_3$-$C_8)$cycloheteroalkyl; and R^{11} is H, CF_3, NH_2, NH-$(C_1$-$C_6)$alkyl, N[$(C_1$-$C_6)$alkyl]$_2$, halogen or $(C_1$-$C_3)$alkyl.

35. A compound of claim **34**, wherein Y is O or S; W' is N-CH_3; n is 2; n' is 1-3; R^9 is cyano, $CONH_2$, SO_2-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy or $(C_3$-$C_6)$cycloheteroalkyl; R^{10} is NH-$(C_1$-$C_6)$alkyl, N[$(C_1$-$C_6)$alkyl]$_2$, NH-$(C_1$-$C_6)$heteroalkyl, N[$(C_1$-$C_6)$heteroalkyl]$_2$, O-$(C_1$-$C_6)$alkyl, O-$(C_1$-$C_6)$heteroalkyl, $(C_1$-$C_6)$alkoxy or $(C_3$-$C_8)$cycloheteroalkyl; and R^{11} is H.

36. A compound of claim **22**, wherein B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

37. A compound of claim **22**, wherein B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

38. A compound of claim **22**, wherein B is selected from the group consisting of substituted or unsubstituted imidazolyl, substituted or unsubstituted thiazolyl and substituted or unsubstituted triazolyl.

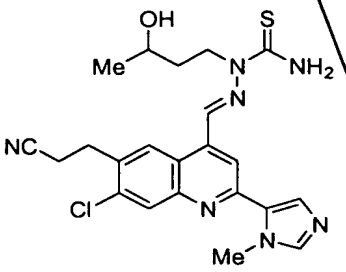
39. A compound of claim **22**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-

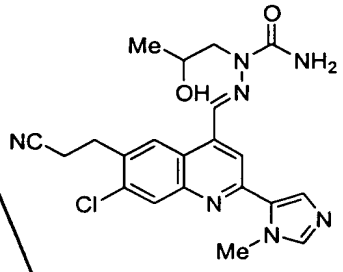
1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.

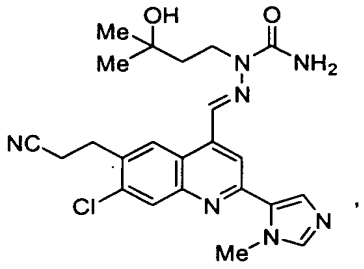
40. A compound of claim **1**, wherein Y is S; Z is NH_2 and R^1 is (C_1-C_6)alkyl.

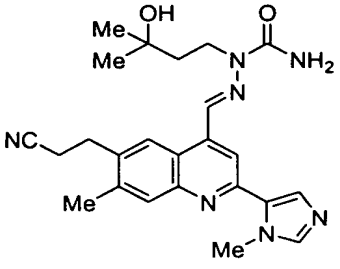
41. A compound of claim **40**, wherein R^1 is methyl.

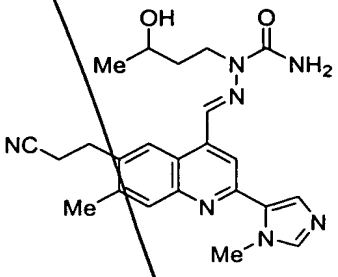
42. A compound of claim **1**, wherein said compound is selected from the group consisting of:

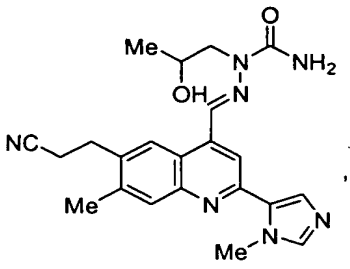


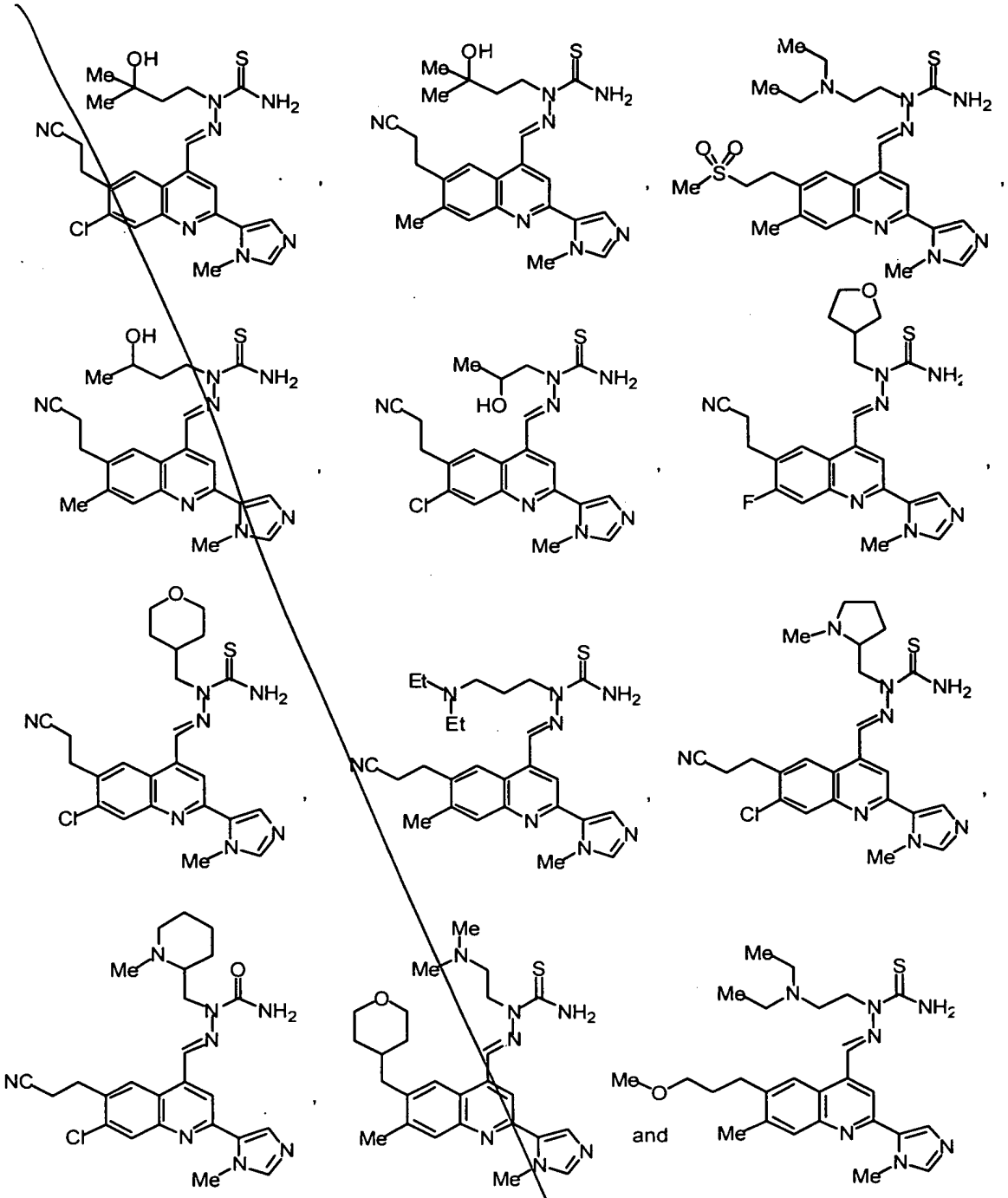






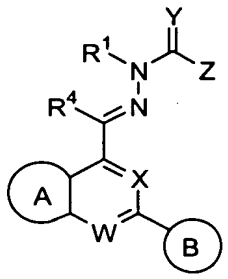






and

43. A composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



wherein

W and X are independently selected from the group consisting of N and CH;

Y is selected from the group consisting of O, S and N(R);

wherein R is selected from the group consisting of H, CN, NO_2, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})alkenyl and (C_2-C_{10})alkynyl;

Z is selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_2-C_{10})alkenyl, (C_2-C_{10})alkynyl and NR^2R^3;

R^1, R^2 and R^3 are independently selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})alkenyl, (C_2-C_{10})alkynyl, (C_2-C_{10})heteroalkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, aryl, aryl(C_1-C_4)alkyl, aryl(C_2-C_4)heteroalkyl, heteroaryl(C_2-C_4)alkyl, heteroaryl(C_2-C_4)heteroalkyl and perfluoro(C_1-C_6)alkyl; and wherein when Z is NR^2R^3, R^2 and R^3 can be combined to form a 5- to 7-membered ring; and wherein when Y is N(R), R and R^1 are optionally combined to form a 5- to 7-membered ring;

R^4 is selected from the group consisting of H, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_4-C_7)cycloalkyl-alkyl, (C_2-C_6)alkenyl and (C_2-C_6)alkynyl;

A is a substituted or unsubstituted fused carbocyclic or heterocyclic ring system, said ring system being mono- or bicyclic wherein said mono- or bicyclic rings are selected from the group consisting of five- and six-membered rings that are aromatic or partially or completely saturated; and

B is a substituted or unsubstituted five- or six-membered ring which is aromatic or partially or completely saturated, containing at least one nitrogen atom, and from 0 to 3 additional heteroatoms, wherein the B ring substituents are selected from the group consisting of halogen, CF_3, CF_3O, (C_1-C_6)alkyl, perfluoro(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)heteroalkyl, (C_1-C_6)alkoxy, (C_1-C_6)thioalkoxy, amino, (C_1-C_6)alkylamino, di(C_1-

C_6)alkylamino, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, cyano, nitro, sulfonamido, (C_1-C_6)acyl, (C_1-C_6)acylamino, (C_2-C_6)alkoxycarbonyl, (C_2-C_6)alkoxycarbonyl(C_1-C_6)alkyl, carboxamido and (C_1-C_6)heteroalkoxy.

44. A composition in accordance with claim **43**, wherein W is N and X is CH.

45. A composition in accordance with claim **43**, wherein W is N and X is N.

46. A composition in accordance with claim **43**, wherein W is CH and X is N.

47. A composition in accordance with claim **43**, wherein W is CH and X is CH.

48. A composition in accordance with claim **43**, wherein Y is selected from the group consisting of O and S.

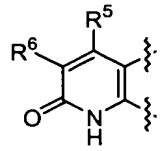
49. A composition in accordance claim **43**, wherein Y is O.

50. A composition in accordance claim **43**, wherein Y is S.

51. A composition in accordance claim **43**, wherein Z is NR^2R^3.

52. A composition in accordance with claim **48**, wherein R^4 is H.

53. A composition in accordance with claim **43**, wherein A is selected from the group consisting of: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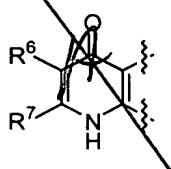
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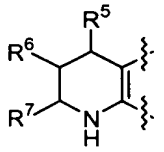
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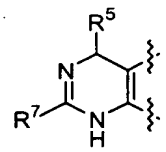
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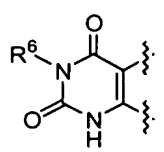
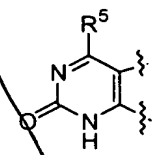

and

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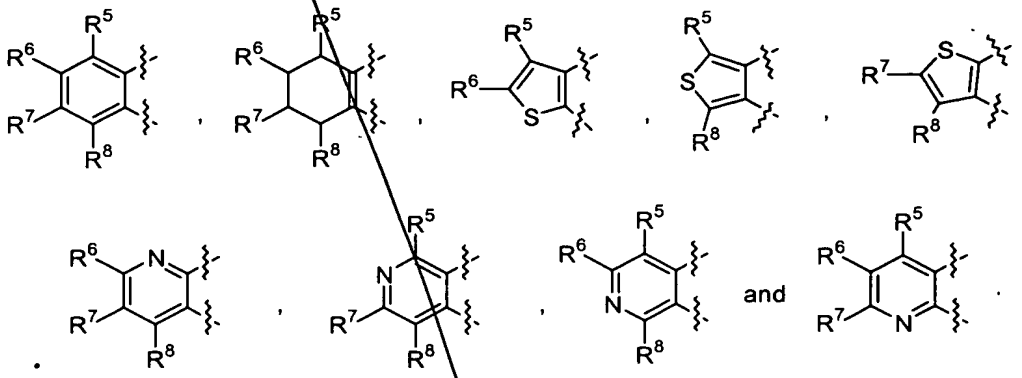
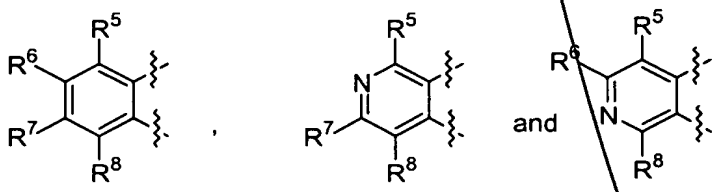
54. A composition in accordance with claim **43**, wherein A is selected from the group consisting of:



wherein

R^5, R^6, R^7 and R^8 are independently selected from the group consisting of H, halogen, CF_3, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_1\text{-}C_6)$heteroalkyl, $(C_1\text{-}C_6)$alkoxy, $(C_1\text{-}C_6)$thioalkoxy, amino, $(C_1\text{-}C_6)$alkylamino, di$(C_1\text{-}C_6)$alkylamino, $(C_3\text{-}C_{10})$cycloalkyl, $(C_4\text{-}C_{10})$cycloalkyl-alkyl, $(C_3\text{-}C_{10})$cycloheteroalkyl, $(C_3\text{-}C_{10})$cycloheteroalkyl-alkyl, cyano, nitro, $(C_1\text{-}C_6)$acyl, $(C_1\text{-}C_6)$acylamino, $(C_2\text{-}C_6)$alkoxycarbonyl, $(C_3\text{-}C_6)$alkoxycarbonylalkyl, $CONH_2$, CO-NH-$(C_1\text{-}C_6)$alkyl, CO-N[$(C_1\text{-}C_6)$alkyl]$_2$, SO_2NH_2, SO_2NH-$(C_1\text{-}C_6)$alkyl, SO_2N-[$(C_1\text{-}C_6)$alkyl]$_2$ and $(C_1\text{-}C_6)$heteroalkoxy; or two adjacent R groups can be linked together to form a new 5- or 6-membered carbocyclic or heterocyclic ring.

55. A composition in accordance with claim **43**, wherein W is N; X is CH; Y is O or S; and A is selected from the group consisting of:



56. A composition in accordance with claim **43**, wherein B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

57. A composition in accordance with claim **43**, wherein B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

58. A composition in accordance with claim **43**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.

59. A composition in accordance with claim **43**, wherein B is selected from the group consisting of substituted or unsubstituted imidazolyl, substituted or unsubstituted thiazolyl and substituted or unsubstituted triazolyl.

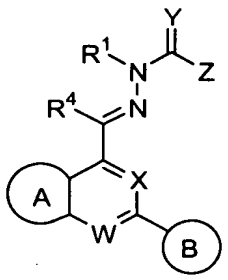
60. A composition in accordance with claim **55**, wherein B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

61. A composition in accordance with claim **55**, wherein B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

62. A composition in accordance with claim **55**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.

63. A composition in accordance with claim **55**, wherein B is selected from the group consisting of substituted or unsubstituted imidazolyl, substituted or unsubstituted thiazolyl and substituted or unsubstituted triazolyl.

64. A method for treating an inflammatory, metabolic or malignant condition, said method comprising administering to a subject in need of such treatment, an effective amount of a compound having the formula:



wherein

W and X are independently selected from the group consisting of N and CH;

Y is selected from the group consisting of O, S and N(R);

wherein R is selected from the group consisting of H, CN, NO_2, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})alkenyl and (C_2-C_{10})alkynyl;

Z is selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_2-C_{10})alkenyl, (C_2-C_{10})alkynyl and NR^2R^3;

R^1, R^2 and R^3 are independently selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})alkenyl, (C_2-C_{10})alkynyl, (C_2-C_{10})heteroalkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, aryl, aryl(C_1-C_4)alkyl, aryl(C_2-C_4)heteroalkyl, heteroaryl(C_2-C_4)alkyl, heteroaryl(C_2-C_4)heteroalkyl and perfluoro(C_1-C_6)alkyl; and wherein when Z is NR^2R^3, R^2 and R^3 can be combined to form a 5- to 7-membered ring; and wherein when Y is N(R), R and R^1 are optionally combined to form a 5- to 7-membered ring;

R^4 is selected from the group consisting of H, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_4-C_7)cycloalkyl-alkyl, (C_2-C_6)alkenyl and (C_2-C_6)alkynyl;

A is a substituted or unsubstituted fused carbocyclic or heterocyclic ring system, said ring system being mono- or bicyclic wherein said mono- or bicyclic rings are selected from the group consisting of five- and six-membered rings that are aromatic or partially or completely saturated; and

B is a substituted or unsubstituted five- or six-membered ring which is aromatic or partially or completely saturated, containing at least one nitrogen atom, and from 0 to 3 additional heteroatoms, wherein the B ring substituents are selected from the group consisting of halogen, CF_3, CF_3O, (C_1-C_6)alkyl, perfluoro(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)heteroalkyl, (C_1-C_6)alkoxy, (C_1-C_6)thioalkoxy, amino, (C_1-C_6)alkylamino, di(C_1-

C_6)alkylamino, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, cyano, nitro, sulfonamido, (C_1-C_6)acyl, (C_1-C_6)acylamino, (C_2-C_6)alkoxycarbonyl, (C_2-C_6)alkoxycarbonyl(C_1-C_6)alkyl, carboxamido and (C_1-C_6)heteroalkoxy.

65. A method in accordance with claim **64**, wherein W is N and X is CH.

66. A method in accordance with claim **64**, wherein W is N and X is N.

67. A method in accordance with claim **64**, wherein W is CH and X is N.

68. A method in accordance with claim **64**, wherein W is CH and X is CH.

69. A method in accordance with claim **65**, wherein Y is selected from the group consisting of O and S.

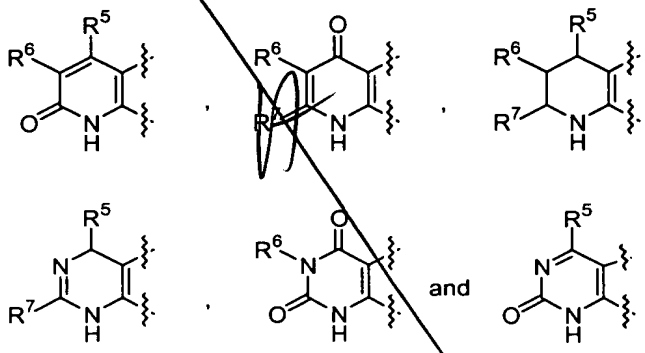
70. A method in accordance with claim **65**, wherein Y is O.

71. A method in accordance with claim **65**, wherein Y is S.

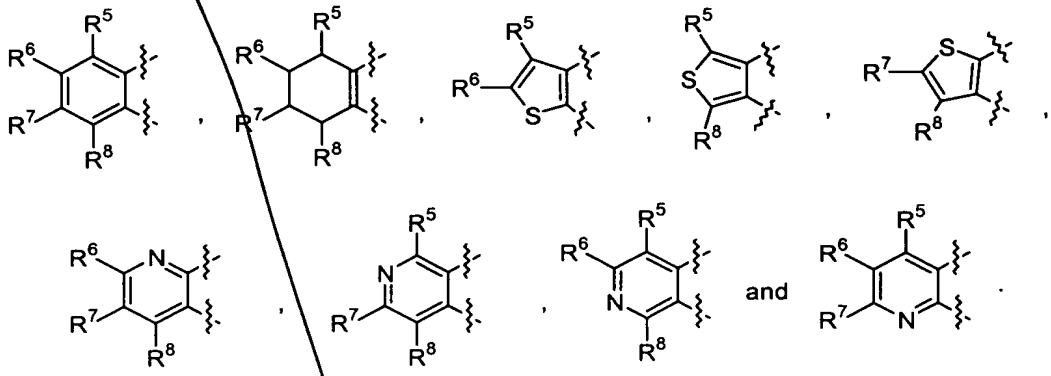
72. A method in accordance with claim **65**, wherein Z is NR^2R^3.

73. A method in accordance with claim **69**, wherein R^4 is H.

74. A method in accordance with claim **64**, wherein A is selected from the group consisting of:



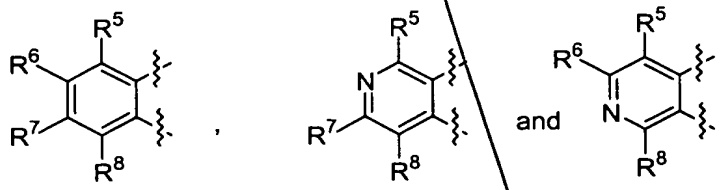
75. A method in accordance with claim **64**, wherein A is selected from the group consisting of:



wherein

R^5, R^6, R^7 and R^8 are independently selected from the group consisting of H, halogen, CF_3, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, $(C_1$-$C_6)$heteroalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$thioalkoxy, amino, $(C_1$-$C_6)$alkylamino, di$(C_1$-$C_6)$alkylamino, $(C_3$-$C_{10})$cycloalkyl, $(C_4$-$C_{10})$cycloalkyl-alkyl, $(C_3$-$C_{10})$cycloheteroalkyl, $(C_3$-$C_{10})$cycloheteroalkyl-alkyl, cyano, nitro, $(C_1$-$C_6)$acyl, $(C_1$-$C_6)$acylamino, $(C_2$-$C_6)$alkoxycarbonyl, $(C_3$-$C_6)$alkoxycarbonylalkyl, $CONH_2$, CO-NH-$(C_1$-$C_6)$alkyl, CO-N[$(C_1$-$C_6)$alkyl]$_2$, SO_2NH_2, SO_2NH-$(C_1$-$C_6)$alkyl, SO_2N-[$(C_1$-$C_6)$alkyl]$_2$ and $(C_1$-$C_6)$heteroalkoxy; or two adjacent R groups can be linked together to form a new 5- or 6-membered carbocyclic or heterocyclic ring.

76. A method in accordance with claim **64**, wherein W is N; X is CH; Y is O or S; and A is selected from the group consisting of:



77. A method in accordance with claim **64**, wherein B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

78. A method in accordance with claim **64**, wherein B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

79. A method in accordance with claim **64**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.

sub A1

80. A method in accordance with claim **64**, wherein B is selected from the group consisting of substituted or unsubstituted imidazolyl, substituted or unsubstituted thiazolyl and substituted or unsubstituted triazolyl.

81. A method in accordance with claim **76**, wherein B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

82. A method in accordance with claim **76**, wherein B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

83. A method in accordance with claim **76**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.

84. A method in accordance with claim **76**, wherein B is selected from the group consisting of substituted or unsubstituted imidazolyl, substituted or unsubstituted thiazolyl and substituted or unsubstituted triazolyl.

85. A method in accordance with claim **64**, wherein said compound is administered orally.

86. A method in accordance with claim **64**, wherein said compound is administered topically.

87. A method in accordance with claim **64**, wherein said compound is administered intravenously or intramuscularly.

88. A method in accordance with claim **64**, wherein said compound is administered in combination with a second therapeutic agent, said second therapeutic agent being a member selected from the group consisting of prednisone, dexamethasone, beclomethasone, methylprednisone, betamethasone, hydrocortisone, methotrexate, cyclosporin, rapamycin, tacrolimus, antihistamine drugs, TNF antibodies, IL-1 antibodies, soluble TNF receptors, soluble IL-1 receptors, TNF or IL-1 receptor antagonists, non-steroidal antiinflammatory agents, COX-2 inhibitors, antidiabetic agents, and anticancer agents.

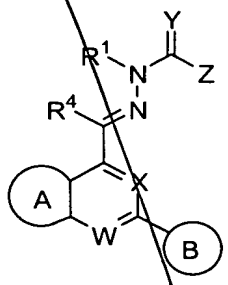
Sub A'

89. A method in accordance with claim **88**, wherein said administering is sequential.

90. A method in accordance with claim **64**, wherein said inflammatory, metabolic or malignant condition is selected from the group consisting of rheumatoid arthritis, inflammatory bowel disease, psoriasis, cancer, diabetes and septic shock.

91. A method for treating a condition or disorder mediated by IKK, comprising

administering to a subject in need thereof a therapeutically effective amount of a compound having the formula:



wherein

W and X are independently selected from the group consisting of N and CH;

Y is selected from the group consisting of O, S and N(R);

wherein R is selected from the group consisting of H, CN, NO_2, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})alkenyl and (C_2-C_{10})alkynyl;

Z is selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_2-C_{10})alkenyl, (C_2-C_{10})alkynyl and NR^2R^3;

R^1, R^2 and R^3 are independently selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})alkenyl, (C_2-C_{10})alkynyl, (C_1-C_{10})heteroalkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, aryl, aryl(C_1-C_4)alkyl, aryl(C_1-C_4)heteroalkyl, heteroaryl(C_1-C_4)alkyl, heteroaryl(C_1-C_4)heteroalkyl and perfluoro(C_1-C_6)alkyl; and wherein when Z is NR^2R^3, R^2 and R^3 can be combined to form a 5- to 7-membered heterocyclyl ring;

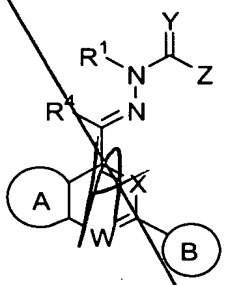
R^4 is selected from the group consisting of H, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_4-C_7)cycloalkyl-alkyl, (C_2-C_6)alkenyl and (C_2-C_6)alkynyl;

A is a substituted or unsubstituted fused carbocyclic or heterocyclic ring system, said ring system being mono- or bicyclic wherein said mono- or bicyclic rings are selected from the group consisting of five- and six-membered rings that are aromatic or partially or completely saturated; and

B is a substituted or unsubstituted five- or six-membered ring which is aromatic or partially or completely saturated, containing at least one nitrogen atom, and from 0 to 3 additional heteroatoms, wherein the ring substituents are selected from the group consisting of halogen, CF_3, CF_3O, (C_1-C_6)alkyl, perfluoro(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)heteroalkyl, (C_1-C_6)alkoxy, (C_1-C_6)thioalkoxy, amino, (C_1-C_6)alkylamino, di(C_1-C_6)alkylamino, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, cyano, nitro, sulfonamido, (C_1-C_6)acyl, (C_1-C_6)acylamino, (C_1-C_6)alkoxycarbonyl, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkyl, carboxamido and (C_1-C_6)heteroalkoxy.

92. A method for modulating IKK, comprising

contacting a cell with a compound having the formula:



wherein

W and X are independently selected from the group consisting of N and CH;

Y is selected from the group consisting of O, S and N(R);

wherein R is selected from the group consisting of H, CN, NO_2, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})alkenyl and (C_2-C_{10})alkynyl;

Z is selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_2-C_{10})alkenyl, (C_2-C_{10})alkynyl and NR^2R^3;

R^1, R^2 and R^3 are independently selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})alkenyl, (C_2-C_{10})alkynyl, (C_1-C_{10})heteroalkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, aryl, aryl(C_1-C_4)alkyl, aryl(C_1-C_4)heteroalkyl, heteroaryl(C_1-C_4)alkyl, heteroaryl(C_1-C_4)heteroalkyl and perfluoro(C_1-C_6)alkyl; and wherein when Z is NR^2R^3, R^2 and R^3 can be combined to form a 5- to 7-membered heterocyclyl ring;

R^4 is selected from the group consisting of H, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_4-C_7)cycloalkyl-alkyl, (C_2-C_6)alkenyl and (C_2-C_6)alkynyl;

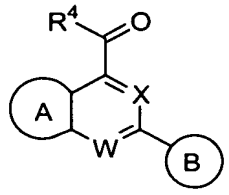
A is a substituted or unsubstituted fused carbocyclic or heterocyclic ring system, said ring system being mono- or bicyclic wherein said mono- or bicyclic rings are selected from the group consisting of five- and six-membered rings that are aromatic or partially or completely saturated; and

B is a substituted or unsubstituted five- or six-membered ring which is aromatic or partially or completely saturated, containing at least one nitrogen atom, and from 0 to 3 additional heteroatoms, wherein the B ring substituents are selected from the group consisting of halogen, CF_3, CF_3O, (C_1-C_6)alkyl, perfluoro(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)heteroalkyl, (C_1-C_6)alkoxy, (C_1-C_6)thioalkoxy, amino, (C_1-C_6)alkylamino, di(C_1-C_6)alkylamino, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, cyano, nitro, sulfonamido, (C_1-C_6)acyl, (C_1-C_6)acylamino, (C_1-C_6)alkoxycarbonyl, (C_1-C_6)alkoxycarbonyl(C_1-C_6)alkyl, carboxamido and (C_1-C_6)heteroalkoxy.

93. The method of Claim **92**, wherein said compound is an IKK inhibitor.

94. The method of Claim **92**, wherein said compound is an IKK activator.

95. A method for the preparation of antiinflammation agents comprising contacting a precursor compound having the formula:



wherein

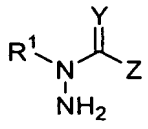
W and X are independently selected from the group consisting of N and CH;

R^4 is selected from the group consisting of H, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_4-C_7)cycloalkyl-alkyl, (C_2-C_6)alkenyl and (C_2-C_6)alkynyl;

A is a substituted or unsubstituted fused carbocyclic or heterocyclic ring system, said ring system being mono- or bicyclic wherein said mono- or bicyclic rings are selected from the group consisting of five- and six-membered rings that are aromatic or partially or completely saturated; and

B is a substituted or unsubstituted five- or six-membered ring which is aromatic or partially or completely saturated, containing at least one nitrogen atom, and from 0 to 3 additional heteroatoms, wherein the B ring substituents are selected from the group consisting of halogen, CF_3, CF_3O, (C_1-C_6)alkyl, perfluoro(C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)heteroalkyl, (C_1-C_6)alkoxy, (C_1-C_6)thioalkoxy, amino, (C_1-C_6)alkylamino, di(C_1-C_6)alkylamino, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, cyano, nitro, sulfonamido, (C_1-C_6)acyl, (C_1-C_6)acylamino, (C_2-C_6)alkoxycarbonyl, (C_2-C_6)alkoxycarbonyl(C_1-C_6)alkyl, carboxamido and (C_1-C_6)heteroalkoxy

with a compound having the formula:



wherein

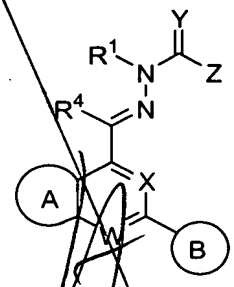
Y is selected from the group consisting of O, S and N(R);

wherein R is selected from the group consisting of H, CN, NO_2, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})alkenyl and (C_2-C_{10})alkynyl;

Z is selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_2-C_{10})alkenyl, (C_2-C_{10})alkynyl and NR^2R^3;

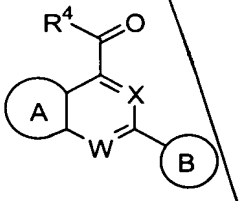
R^1, R^2 and R^3 are independently selected from the group consisting of H, (C_1-C_{10})alkyl, (C_3-C_{10})alkenyl, (C_2-C_{10})alkynyl, (C_2-C_{10})heteroalkyl, (C_3-C_{10})cycloalkyl, (C_4-C_{10})cycloalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl-alkyl, (C_3-C_{10})cycloheteroalkyl, aryl, aryl(C_1-C_4)alkyl, aryl(C_2-C_4)heteroalkyl, heteroaryl(C_2-C_4)alkyl, heteroaryl(C_2-C_4)heteroalkyl and perfluoro(C_1-C_6)alkyl; and wherein when Z is NR^2R^3, R^2 and R^3 can be combined to form a 5- to 7-membered ring; and wherein when Y is N(R), R and R^1 are optionally combined to form a 5- to 7-membered ring;

under conditions sufficient to produce compounds having the formula:



wherein each of A, B, R^1, R^4, W, X, Y and Z have the meanings provided above.

96. A compound having the formula:



wherein

W and X are independently selected from the group consisting of N and CH;

R^4 is selected from the group consisting of H, (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, (C_4-C_7)cycloalkyl-alkyl, (C_2-C_6)alkenyl and (C_2-C_6)alkynyl;

A is a substituted or unsubstituted fused carbocyclic or heterocyclic ring system, said ring system being mono- or bicyclic wherein said mono- or bicyclic

rings are selected from the group consisting of five- and six-membered rings that are aromatic or partially or completely saturated; and

B is a substituted or unsubstituted five- or six-membered ring which is aromatic or partially or completely saturated, containing at least one nitrogen atom, and from 0 to 3 additional heteroatoms, wherein the B ring substituents are selected from the group consisting of halogen, CF_3, CF_3O, $(C_1$-$C_6)$alkyl, perfluoro$(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, $(C_2$-$C_6)$alkynyl, $(C_1$-$C_6)$heteroalkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$thioalkoxy, amino, $(C_1$-$C_6)$alkylamino, di$(C_1$-$C_6)$alkylamino, $(C_3$-$C_{10})$cycloalkyl, $(C_4$-$C_{10})$cycloalkyl-alkyl, $(C_3$-$C_{10})$cycloheteroalkyl, cyano, nitro, sulfonamido, $(C_1$-$C_6)$acyl, $(C_1$-$C_6)$acylamino, $(C_2$-$C_6)$alkoxycarbonyl, $(C_2$-$C_6)$alkoxycarbonyl$(C_1$-$C_6)$alkyl, carboxamido and $(C_1$-$C_6)$heteroalkoxy.

97. A compound of claim **96**, wherein R^4 is hydrogen.

98. A compound of claim **96**, wherein R^4 is hydrogen, Y is O or S, and Z is NR^2R^3.

99. A compound of claim **96**, wherein R^4 is hydrogen, Y is O or S, Z is NR^2R^3, and B contains a nitrogen atom at a position two atoms away from the atom attaching B to the remainder of the molecule.

100. A compound of claim **96**, B contains a nitrogen atom at the point of attachment of B to the remainder of the molecule.

101. A compound of claim **99**, wherein B is selected from the group consisting of 1-methylimidazol-5-yl, 1-(trifluoromethyl)imidazol-5-yl, 5-methylimidazol-1-yl, 5-(trifluoromethyl)imidazol-1-yl, thiazol-5-yl, imidazol-1-yl, 1-methyl-1,3,4-triazolyl, and 4-methyl-1,2,4-triazol-3-yl.